



Daniel A. Rowley
Counsel

RECORDATION NO. **20733** FILED

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JUN 26 '97

9-42 AM

June 12, 1997

Mr. Vernon Williams
Surface Transportation Board
12th and Constitution Avenue, N.W.
Room 2311
Washington, D.C. 20423

RECEIVED
SURFACE TRANSPORTATION
BOARD

JUN 26 9 42 AM '97

Subject: Recordation of Memorandum of Locomotive Lease

Dear Mr. Williams:

Enclosed for recordation, under the provisions of 49 U.S.C. §11303 and the regulations thereunder, is an original and one copy/counterpart of an Memorandum of Locomotive Lease, dated as of March 30, 1997, between General Electric Company ("Lessor") and BC Rail Ltd., ("Lessee"), a primary document.

The names and addresses of the parties to the enclosed Agreement are as follows:

LESSOR: General Electric Company
2901 East Lake Road
Erie, Pennsylvania 16531

LESSEE: BC Rail Ltd.
221 West Esplanade
North Vancouver, B.C.
Canada V7M 3J1

A general description of the locomotive(s) covered by the enclosed documents is attached hereto as Schedule I. Also enclosed is a remittance in the amount of \$22.00 for the required recording fee.

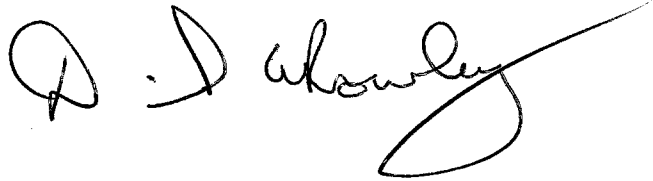
The undersigned is Counsel and Attesting Secretary of General Electric Company, the Lessor. Please return the original and any extra copies not needed by the Board for recordation to Daniel A. Rowley, General Electric Company, 2901 East Lake Road, Building 14-5, Erie, Pennsylvania 16531.

A short summary of the document to appear in the index follows:

PRIMARY DOCUMENT

Memorandum of Locomotive Lease, dated as of March 30, 1997 between General Electric Company ("Lessor") and BC Rail Ltd. ("Lessee"), relating to One (1) B23-7 diesel electric locomotive and One (1) B39-8 diesel electric locomotive.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "D. A. Rowley", with a large, sweeping flourish extending from the end of the signature.

Enclosures

SCHEDULE I

Description of Locomotive(s)

<u>Type of Equipment</u>	<u>Road Numbers</u>	<u>Model</u>
One (1) diesel electric locomotives	GECX 2002	B23-7
One (1) diesel electric locomotives	GECX 8002	B39-8

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RECEIVED
SURFACE TRANSPORTATION
BOARDMEMORANDUM OF LOCOMOTIVE LEASE

JUN 26 9 42 AM '97

On the 30 day of March, 1997, General Electric Company, a New York corporation acting through its Transportation Systems Business Operations with offices at 2901 East Lake Road, Erie, Pennsylvania 16531 ("Lessor"), and BC Rail Ltd., a Canadian corporation with offices at 221 West Esplanade, North Vancouver, B.C., V7M 3J1 ("Lessee"), entered into a Locomotive Lease, by which the following diesel electric locomotives were leased from Lessor to Lessee.

Road NumbersModel

GECX 2002

B23-7

GECX 8002

B39-8

GENERAL ELECTRIC COMPANY

BC RAIL LTD.

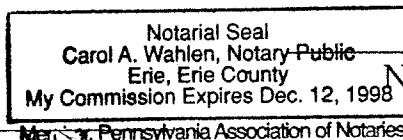
By: By: David B. Tucker, General Manager
Global Service OperationsName K.S. LaBergeTitle Manager Purchasing

Commonwealth of Pennsylvania }

County of Erie }

On this, the ^{JUNE}~~4th~~ day of ~~March~~, 1997, before me, the undersigned officer, personally appeared David B. Tucker, who acknowledged himself to be General Manager of General Electric Company, a corporation, and that he as General Manager, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as General Manager.

In witness whereof, I hereunto set my hand and official seal.



Carol A. Wahlen

Notary Public

My commission expires: _____

Province of B.C. }

City of NORTH VANCOUVER }

April 2000

On this, the 22nd day of ~~March~~, 1997, before me, the undersigned officer, personally appeared KENT S. LA BERGE, who acknowledged himself to be the MANAGER, PURCHASING of BC Rail Ltd., a Canadian corporation, and that he as MANAGER, PURCHASING, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as MANAGER, PURCHASING.

In witness whereof, I hereunto set my hand and official seal.

Ch Lee

Notary Public

A Commissioner for Taking Affidavits
for British Columbia

My commission expires: FEB. 29, 2000